

Exhibit 55

Risk Disclosures and Other Cautionary Language Arranged by Topic

I. RISKS REGARDING IONQ'S 32-QUBIT COMPUTER	
CAC ¶; SOURCE¹	RISK DISCLOSURE
CAC ¶¶ 4, 8–9, 73. Ex. 1 at 40, 45. Ex. 5 at 42, 47.	As of the date of this registration statement, IonQ has only commercialized a quantum computer with 11 algorithmic qubits. ... Producing quantum computers is a difficult undertaking. There are significant engineering challenges that IonQ must overcome to build its quantum computers. IonQ is still in the development stage and faces significant challenges in completing development of its quantum computers and in producing quantum computers in commercial volumes.
Ex. 1 at 166.	[IonQ] We sell access to a quantum computer with 11 qubits, and we are in the process of researching and developing technologies for quantum computers with increasing computational capabilities. We currently make access to our quantum computers available via three major cloud platforms, Amazon Web Services' (AWS) Amazon Bracket, Microsoft's Azure Quantum, and Google's Cloud Marketplace, and to select customers via our own cloud service.
CAC ¶¶ 4, 8–9, 73. Ex. 1 at 40. Ex. 5 at 42.	<i>IonQ is in its early stages and has a limited operating history, which makes it difficult to forecast its future results of operations.</i> ... As of the date of this registration statement, IonQ has only commercialized a quantum computer with 11 algorithmic qubits. As a result, IonQ's scalable business model has not been formed and its technical roadmap may not be realized as quickly as hoped, or even at all.
CAC ¶¶ 4, 8–9, 73. Ex. 1 at 40. Ex. 10 at 7.	Our ability to generate revenues will largely be dependent on our ability to develop and produce quantum computers with increasing numbers of algorithmic qubits. We have only commercialized a quantum computer with 11 algorithmic qubits. As a result, our scalable business model has not been formed and our technical roadmap may not be realized as quickly as hoped, or even at all.

¹ All pincites are references to pages in the source documents themselves unless otherwise paginated. All emphasis in original.

I. RISKS REGARDING IONQ'S 32-QUBIT COMPUTER	
CAC ¶; SOURCE ¹	RISK DISCLOSURE
CAC ¶¶ 4, 8–9, 73. Ex. 9 at 19.	Our ability to generate revenues will largely be dependent on our ability to develop and produce quantum computers with increasing numbers of algorithmic qubits. We have only commercialized a quantum computer with 20 algorithmic qubits. As a result, our scalable business model has not been formed and our technical roadmap may not be realized as quickly as hoped, or even at all.
CAC ¶¶ 4, 8–9, 67–69, 70, 73, 80–81, 87, 94–98, 106, 129, 156–184. Ex. 1 at 46. Ex. 5 at 48. Ex. 8 at 46. Ex. 9 at 25. Ex. 10 at 13.	<p><i>IonQ's 32-qubit system, which is an important milestone for IonQ's technical roadmap and commercialization, is not yet available for customers and may never be available.</i></p> <p>IonQ is developing its next-generation 32-qubit quantum computer system, which has not yet been made available to customers. IonQ expects this system to have 22 algorithmic qubits, i.e., qubits that are usable to run quantum algorithms, but the number of algorithmic qubits available in this system has not been finalized and may be fewer than planned. The availability of this generation of quantum computer system for customer use or independent verification by a third party may be materially delayed, or even never occur. Additionally, the future success of IonQ's technical roadmap will depend upon its ability to approximately double the number of qubits in each subsequent generation of its quantum computer. Accordingly, IonQ's technical roadmap may be delayed or may never be achieved, either of which would have a material impact on IonQ's business, financial condition or results of operations.</p>

II. RISKS REGARDING COMMERCIALIZATION, SCALABILITY, ERROR CORRECTION, MINIATURIZATION	
CAC ¶; SOURCE	RISK DISCLOSURE
<p>CAC ¶¶ 12, 69–70, 73, 80, 87, 108, 113, 114, 116, 119, 122, 186, 191.</p> <p>Ex. 1 at 45–46.</p> <p>Ex. 5 at 47–48.</p> <p>Ex. 10 at 12–13.</p> <p>Ex. 8 at 45–46.</p> <p>Ex. 9 at 21–22.</p>	<p><i>We have not produced a scalable quantum computer and face significant barriers in our attempts to produce quantum computers. If we cannot successfully overcome those barriers, our business will be negatively impacted and could fail.</i></p> <p>Producing quantum computers is a difficult undertaking. There are significant engineering challenges that we must overcome to build our quantum computers. We are still in the development stage and face significant challenges in completing development of our quantum computers and in producing quantum computers in commercial volumes. Some of the development challenges that could prevent the introduction of our quantum computers include, but are not limited to, failure to find scalable ways to flexibly manipulate qubits, failure to transition quantum systems to leverage low-cost, commodity optical technology, and failure to realize multicore quantum computer technology.</p> <p>Additional development challenges IonQ is facing include:</p> <ul style="list-style-type: none"> • Gate fidelity, error correction and miniaturization may not commercialize from the lab and scale as hoped or at all; • . . . • The photonic interconnect between ion traps could prove more challenging and take longer to perfect than currently expected. This would limit IonQ’s ability to scale beyond a single ion trap of approximately 22 logical qubits; • . . . • The gate speed in IonQ’s technology could prove more difficult to improve than expected; and • The scaling of fidelity with qubit number could prove poorer than expected, limiting IonQ’s ability to achieve larger quantum volume.

II. RISKS REGARDING COMMERCIALIZATION, SCALABILITY, ERROR CORRECTION, MINIATURIZATION	
CAC ¶; SOURCE	RISK DISCLOSURE
Ex. 1 at 41. Ex. 8 at 41. Ex. 9 at 20–21. Ex. 10 at 8.	<p><i>IonQ may not be able to scale its business quickly enough to meet customer and market demand, which could result in lower profitability or cause IonQ to fail to execute on its business strategies.</i></p> <p>In order to grow its business, IonQ will need to continually evolve and scale its business and operations to meet customer and market demand. Quantum computing technology has never been sold at large-scale commercial levels. Evolving and scaling its business and operations places increased demands on IonQ’s management as well as its financial and operational resources to:</p> <ul style="list-style-type: none"> effectively manage organizational change; design scalable processes; accelerate and/or refocus research and development activities; expand manufacturing, supply chain and distribution capacity; increase sales and marketing efforts; broaden customer-support and services capabilities; maintain or increase operational efficiencies; scale support operations in a cost-effective manner; implement appropriate operational and financial systems; and maintain effective financial disclosure controls and procedures. <p>Commercial production of quantum computers may never occur. IonQ has no experience in producing large quantities of its products and is currently constructing advanced generations of its products. As noted above, there are significant technological and logistical challenges associated with developing, producing, marketing, selling and distributing products in the advanced technology industry, including IonQ’s products, and IonQ may not be able to resolve all of the difficulties that may arise in a timely or cost-effective manner, or at all. IonQ may not be able to cost effectively manage production at a scale or quality consistent with customer demand in a timely or economical manner.</p> <p>...</p> <p>The stability of ion traps may prove poorer than hoped, or more difficult to manufacture. It may also prove more difficult or even impossible to reliably entangle/connect ion traps together. Both of these factors would adversely impact scalability and costs of the ion trap system.</p>

II. RISKS REGARDING COMMERCIALIZATION, SCALABILITY, ERROR CORRECTION, MINIATURIZATION	
CAC ¶; SOURCE	RISK DISCLOSURE
<p>CAC ¶¶ 12, 69–70, 73, 80, 87, 108, 113, 114, 116, 119, 122, 186, 191.</p> <p>Ex. 1 at 42.</p> <p>Ex. 5 at 43–44.</p> <p>Ex. 10 at 8.</p>	<p>If commercial production of our quantum computers commences, our products may contain defects in design and manufacture that may cause them to not perform as expected or that may require repair, recalls and design changes. Our quantum computers are inherently complex and incorporate technology and components that have not been used for other applications and that may contain defects and errors, particularly when first introduced.</p> <p>...</p> <p>If IonQ cannot evolve and scale its business and operations effectively, it may not be able to execute its business strategies in a cost-effective manner and its business, financial condition, profitability and results of operations could be adversely affected.</p>
<p>Ex. 1 at 41.</p> <p>Ex. 5 at 43.</p> <p>Ex. 8 at 41.</p> <p>Ex. 9 at 20.</p> <p>Ex. 10 at 8.</p>	<p>Commercial production of quantum computers may never occur. IonQ has no experience in producing large quantities of its products and is currently constructing advanced generations of its products. . . . IonQ may not be able to cost effectively manage production at a scale or quality consistent with customer demand in a timely or economical manner.</p> <p>[OR]</p> <p>Commercial production of quantum computers may never occur. We have no experience in producing large quantities of our products and are currently constructing advanced generations of our products. . . . <i>We may not be able to cost-effectively manage production at a scale or quality consistent with customer demand in a timely or economical manner.</i></p>

II. RISKS REGARDING COMMERCIALIZATION, SCALABILITY, ERROR CORRECTION, MINIATURIZATION	
CAC ¶; SOURCE	RISK DISCLOSURE
Ex. 1 at 48. Ex. 5 at 50. Ex. 8 at 48. Ex. 9 at 27–28. Ex. 10 at 15.	<p><i>If IonQ’s computers fail to achieve a broad quantum advantage, its business, financial condition and future prospects may be harmed.</i></p> <p>Quantum advantage refers to the moment when a quantum computer can compute faster than traditional computers[.] . . . No current quantum computers, including the IonQ quantum hardware, have reached a broad quantum advantage, and may never reach such advantage. Achieving a broad quantum advantage will be critical to the success of any quantum computing company, including IonQ. However, achieving quantum advantage would not necessarily lead to commercial viability of the technology that accomplished such advantage, nor would it mean that such system could outperform classical computers in tasks other than the one used to determine a quantum advantage. Quantum computing technology, including broad quantum advantage, may take decades to be realized, if ever. If IonQ cannot develop quantum computers that have quantum advantage, customers may not continue to purchase IonQ’s products and services. If other companies’ quantum computers reach a broad quantum advantage prior to the time IonQ reaches such capabilities, it could lead to a loss of customers. If any of these events occur, it could have a material adverse effect on IonQ’s business, financial condition or results of operations.</p>

II. RISKS REGARDING COMMERCIALIZATION, SCALABILITY, ERROR CORRECTION, MINIATURIZATION	
CAC ¶; SOURCE	RISK DISCLOSURE
Ex. 1 at 170. Ex. 9 at 4. Ex. 10 at 60.	<p><i>Remaining Challenges in Quantum Computing Evolution</i></p> <p>One can compare any particular quantum algorithm’s performance to the best classical algorithm for the same problem. The point at which a quantum computer is able to perform a particular computation that exceeds its classical counterpart in speed or reduces its cost to solution is known as the point of “quantum advantage.”</p> <p>Given the substantial research and development required to build a modern quantum computer that is both functional and practical, industry experts describe the remaining challenges in quantum computing to achieve quantum advantage as being solved in three phases. Although none of these challenges have yet been fully solved, IonQ believes that it is well positioned to do so. A 2019 publicly available report by a leading third-party consulting firm describes these phases—and the associated technical barriers—as paraphrased below:</p> <p>(1) <i>Noisy and intermediate-scale quantum (NISQ) computers</i>: The earliest stage of development will see component demonstrations and intermediate-scale system development with limited commercial application. The main technical barrier involves the mitigation of errors through improved fabrication and engineering of underlying qubit devices and advanced control techniques for the qubits. These devices are used for developing and validating fundamentally new quantum approaches to tackling difficult problems, but are not expected to generate substantial commercial revenues.</p> <p>(2) <i>Broad quantum advantage</i>: In this stage, quantum computers are expected to provide an advantage over classical computers with a meaningful commercial impact. The main technical barrier is the deployment of quantum error-correcting codes that allow bigger applications to be executed. If this barrier can be overcome, IonQ believes that quantum computing will offer practical solutions to meaningful problems superior to those provided by classical computers.</p> <p>(3) <i>Full-scale fault tolerance</i>: This last stage will see large modular quantum computers with enough power to tackle a wide array of commercial applications relevant to many sectors of the economy. At this stage, classical computers are expected to no longer compete with quantum computers in many fields. The technical barrier will be the adoption of a modular quantum computer architecture that allows the scalable manufacturing of large quantum computer systems.</p>

II. RISKS REGARDING COMMERCIALIZATION, SCALABILITY, ERROR CORRECTION, MINIATURIZATION	
CAC ¶; SOURCE	RISK DISCLOSURE
Ex. 1 at 49. Ex. 5 at 51. Ex. 8 at 49. Ex. 9 at 28. Ex. 10 at 16.	<p><i>IonQ could suffer disruptions, outages, defects and other performance and quality problems with its quantum computing systems or with the public cloud and internet infrastructure on which it relies.</i></p> <p>The IonQ business depends on its quantum computing systems to be available. IonQ has experienced, and may in the future further experience, disruptions, outages, defects and other performance and quality problems with its systems. IonQ has also experienced, and may in the future further experience, disruptions, outages, defects and other performance and quality problems with the public cloud and internet infrastructure on which its systems rely. These problems can be caused by a variety of factors, including failed introductions of new functionality, vulnerabilities and defects in proprietary and open source software, hardware components, human error or misconduct, capacity constraints, design limitations or denial of service attacks or other security-related incidents. . . .</p> <p>Any disruptions, outages, defects and other performance and quality problems with the IonQ quantum computing system or with the public cloud and internet infrastructure on which it relies, could result in reduced use of IonQ's systems, increased expenses, including service credit obligations, and harm to the IonQ brand and reputation, any of which could have a material adverse effect on IonQ's business, financial condition and results of operations.</p>
Ex. 1 at 170–71. Ex. 9 at 4–5. Ex. 10 at 60–61.	<p><i>Requirements for Building Useful Quantum Computers</i></p> <p>. . . To execute computational tasks, a quantum computer must be able to (i) initialize and store quantum information in qubits, (ii) operate quantum gates to modify information stored in qubits and (iii) output measurable results. Each of these steps must be accomplished with sufficiently low error rates to produce reliable results. Moreover, to be practical, a quantum computer must be economical in cost and scalable in compute power (i.e., the number of qubits and the number of gate operations) to handle real world problems.</p> <p>The development of large-scale quantum computing systems is still in early stages, and several potential engineering architectures for how to build a quantum computer have emerged. IonQ is developing quantum computers based on individual atoms as the core qubit technology, which IonQ believes has key advantages in scaling. The ability to produce cheap error-corrected qubits at scale in a modular architecture is one of the key differentiators of IonQ's approach. Today, IonQ has achieved many engineering firsts in this field and it believes that, with its focus on achieving additional technical milestones over the next few years, it is well positioned to bring quantum computing advantage to the commercial market.</p>

II. RISKS REGARDING COMMERCIALIZATION, SCALABILITY, ERROR CORRECTION, MINIATURIZATION	
CAC ¶; SOURCE	RISK DISCLOSURE
Ex. 1 at 173. Ex. 9 at 7. Ex. 10 at 63.	<p><i>Technological Complexity Creates Significant Barriers to Entry</i></p> <p>Alongside the benefits of the trapped ion approach, there are several challenges inherent in it that serve as barriers-to-entry, strengthening the advantages of IonQ's systems. These key challenges include:</p> <ul style="list-style-type: none"> • <i>Complex laser systems:</i> One of the challenges of trapped ion quantum computing is the set of lasers required and the degree to which they must be stable to operate the system. Traditionally, these laser systems were assembled on an optical table on a component-by-component basis, which led to serious stability and reliability issues. IonQ believes that it has resolved this issue from an engineering standpoint and that its future roadmap will further improve manufacturability. • <i>Ultra-high vacuum (UHV) technology:</i> The conventional method to achieve UHV conditions for ion trapping experiments involves using vacuum chamber designs with carefully chosen materials, assembly procedures with cumbersome electrical connections, and a conditioning procedure to prepare and bake the chamber at elevated temperatures for extended periods of time. IonQ has developed new approaches that it believes will substantially reduce the time and cost to prepare the UHV environment to operate the quantum computer. • <i>Executing high fidelity gates with all-to-all connectivity:</i> While trapped ion qubits feature the highest fidelity entangling gates, it is nevertheless a major technical challenge to design a control scheme that enables all qubits in a system to form gates with each other under full software control. Through innovation in gate-implementation protocols, IonQ believes that it has developed laser delivery and control systems that will allow it to implement fully programmable, fully-connected gate schemes in its system. • <i>Slow gate speeds:</i> Compared to their solid-state counterparts, trapped ions are widely believed to have slow gate speeds. While slow gate speeds are the case for many systems in operation today, both theoretical analyses and experimental demonstrations suggest this may not be a fundamental limit of trapped ion qubits (although this has not yet been demonstrated in commercial applications). In fact, high-fidelity gates with speeds comparable to those of solid-state qubits have been realized in several research laboratories. Moreover, IonQ believes that as systems with other qubit technologies scale up, their restricted connectivity and high error-correction overhead will significantly slow down their overall computation time, which IonQ believes will make the trapped ion approach more competitive in terms of operational speed.

III. MISCELLANEOUS RISKS	
CAC ¶; SOURCE	RISK DISCLOSURE
Ex. 1 at 40.	<p>RISK FACTORS</p> <p><i>You should carefully review and consider the following risk factors and the other information contained in this proxy statement/prospectus, including the financial statements and notes to the financial statements included herein, in evaluating the Business Combination and the proposals to be voted on at the Special Meeting. Certain of the following risk factors apply to the business and operations of IonQ and will also apply to the business and operations of the Combined Company following the completion of the Business Combination. The occurrence of one or more of the events or circumstances described in these risk factors, alone or in combination with other events or circumstances, may adversely affect the ability to complete or realize the anticipated benefits of the Business Combination, and may have a material adverse effect on the business, cash flows, financial condition and results of operations of the Combined Company following the Business Combination. The risks discussed below may not prove to be exhaustive and are based on certain assumptions made by dMY and IonQ that later may prove to be incorrect or incomplete. dMY and IonQ may face additional risks and uncertainties that are not presently known to such entity, or that are currently deemed immaterial, which may also impair its business or financial condition. The following discussion should be read in conjunction with the financial statements and notes to the financial statements included herein.</i></p>

III. MISCELLANEOUS RISKS	
CAC ¶; SOURCE	RISK DISCLOSURE
Ex. 1 at 48.	<p><i>The quantum computing industry is in its early stages and volatile, and if it does not develop, if it develops slower than IonQ expects, if it develops in a manner that does not require use of IonQ’s quantum computing solutions, if it encounters negative publicity or if IonQ’s solution does not drive commercial engagement, the growth of its business will be harmed.</i></p> <p>The nascent market for quantum computers is still rapidly evolving, characterized by rapidly changing technologies, competitive pricing and competitive factors, evolving government regulation and industry standards, and changing customer demands and behaviors. If the market for quantum computers in general does not develop as expected, or develops more slowly than expected, IonQ’s business, prospects, financial condition and operating results could be harmed.</p> <p>In addition, IonQ’s growth and future demand for its products is highly dependent upon the adoption by developers and customers of quantum computers, as well as on its ability to demonstrate the value of quantum computing to IonQ’s customers. Delays in future generations of IonQ’s quantum computers or technical failures at other quantum computing companies could limit market acceptance of IonQ’s solution. Negative publicity concerning IonQ’s solution or the quantum computing industry as a whole could limit market acceptance of IonQ’s solution. IonQ believes quantum computing will solve many large-scale problems. However, such problems may never be solvable by quantum computing technology. If IonQ’s clients and partners do not perceive the benefits of its solution, or if IonQ’s solution does not drive member engagement, then IonQ’s market may not develop at all, or it may develop slower than IonQ expects. If any of these events occur, it could have a material adverse effect on IonQ’s business, financial condition or results of operations. If progress towards quantum advantage ever slows relative to expectations, it could adversely impact revenues and customer confidence to continue to pay for testing, access and “quantum readiness.” This would harm or even eliminate revenues in the period before quantum advantage.</p>

III. MISCELLANEOUS RISKS	
CAC ¶; SOURCE	RISK DISCLOSURE
Ex. 1 at 50. Ex. 8 at 50. Ex. 9 at 29. Ex. 10 at 17.	<p><i>If IonQ cannot successfully execute on its strategy, including in response to changing customer needs and new technologies and other market requirements, or achieve its objectives in a timely manner, its business, financial condition and results of operations could be harmed.</i></p> <p>The quantum computing market is characterized by rapid technological change, changing user requirements, uncertain product lifecycles and evolving industry standards. IonQ believes that the pace of innovation will continue to accelerate as technology changes and different approaches to quantum computing mature on a broad range of factors, including system architecture, error correction, performance and scale, ease of programming, user experience, markets addressed, types of data processed, and data governance and regulatory compliance. IonQ's future success depends on its ability to continue to innovate and increase customer adoption of its quantum computer. If IonQ is unable to enhance its quantum computing system to keep pace with these rapidly evolving customer requirements, or if new technologies emerge that are able to deliver competitive products at lower prices, more efficiently, with better functionality, more conveniently, or more securely than the IonQ platform, its business, financial condition and results of operations could be adversely affected.</p>
Ex. 1 at 40. Ex. 8 at 40. Ex. 9 at 19. Ex. 10 at 7.	<p><i>IonQ is in its early stages and has a limited operating history, which makes it difficult to forecast its future results of operations.</i></p> <p>IonQ was founded in 2015 and first offered its Quantum Computer as a Service ("QCaaS") and professional services related to training on its quantum computing systems in 2020 and 2019, respectively. As a result of its limited operating history, its ability to accurately forecast the future results of operations is limited and subject to a number of uncertainties, including IonQ's ability to plan for and model future growth. IonQ's ability to generate revenues will largely be dependent on its ability to develop and produce quantum computers with increasing numbers of algorithmic qubits. As of the date of this registration statement, IonQ has only commercialized a quantum computer with 11 algorithmic qubits. As a result, IonQ's scalable business model has not been formed and its technical roadmap may not be realized as quickly as hoped, or even at all. The development of IonQ's scalable business model will likely require the incurrence of a substantially higher level of costs than incurred to date, while IonQ's revenues will not substantially increase until more powerful, scalable computers are produced, which requires a number of technological advancements which may not occur on the currently anticipated timetable or at all.</p>

III. MISCELLANEOUS RISKS	
CAC ¶; SOURCE	RISK DISCLOSURE
Ex. 1 at 47–48. Ex. 8 at 47. Ex. 9 at 27. Ex. 10 at 14.	<p><i>Even if IonQ is successful in developing quantum computing systems and executing its strategy, competitors in the industry may achieve technological breakthroughs which render IonQ's quantum computing systems obsolete or inferior to other products.</i></p> <p>IonQ's continued growth and success depend on its ability to innovate and develop quantum computing technology in a timely manner and effectively market these products. Without timely innovation and development, IonQ's quantum computing solutions could be rendered obsolete or less competitive by changing customer preferences or because of the introduction of a competitor's newer technologies. . . . Any technological breakthroughs which render IonQ's technology obsolete or inferior to other products, could have a material effect on IonQ's business, financial condition or results of operations.</p>
Ex. 1 at 46. Ex. 8 at 46. Ex. 9 at 25–26. Ex. 10 at 13.	<p><i>The quantum computing industry is competitive on a global scale and IonQ may not be successful in competing in this industry or establishing and maintaining confidence in its long term business prospects among current and future partners and customers.</i></p> <p>The markets in which IonQ operates are rapidly evolving and highly competitive. As these markets continue to mature and new technologies and competitors enter such markets, IonQ expects competition to intensify. IonQ's current competitors include:</p> <ul style="list-style-type: none"> • large, well-established tech companies that generally compete in all of IonQ's markets, including Honeywell, Google, Microsoft, Amazon, Intel and IBM[.] <p>IonQ competes based on various factors, including technology, performance, multi-cloud availability, brand recognition and reputation, customer support and differentiated capabilities, including ease of administration and use, scalability and reliability, data governance and security. Many of IonQ's competitors have substantially greater brand recognition, customer relationships, and financial, technical and other resources, including an experienced sales force and sophisticated supply chain management. They may be able to respond more effectively than IonQ to new or changing opportunities, technologies, standards, customer requirements and buying practices.</p>

III. MISCELLANEOUS RISKS	
CAC ¶; SOURCE	RISK DISCLOSURE
CAC ¶¶ 4, 8–9, 73. Ex. 8 at 40.	<p><i>We are an early-stage company and have a limited operating history, which makes it difficult to forecast our future results of operations.</i></p> <p>... We have only commercialized a quantum computer with 11 algorithmic qubits. As a result, our scalable business model has not been formed and our technical roadmap may not be realized as quickly as hoped, or even at all. The development of our scalable business model will likely require the incurrence of a substantially higher level of costs than incurred to date, while our revenues will not substantially increase until more powerful, scalable computers are produced, which requires a number of technological advancements which may not occur on the currently anticipated timetable or at all.</p>
Ex. 1 at 54. Ex. 5 at 56. Ex. 8 at 54.	<p><i>IonQ's operating and financial results forecast relies in large part upon assumptions and analyses developed by the company. If these assumptions or analyses prove to be incorrect, IonQ's actual operating results may be materially different from its forecasted results.</i></p>

IV. FORWARD-LOOKING STATEMENTS—SEC FILINGS	
CAC ¶; SOURCE	RISK DISCLOSURE
Ex. 27 at 4–5.	<p><i>Forward-Looking Statements</i></p> <p>This press release contains certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Some of the forward-looking statements can be identified by the use of forward-looking words. Statements that are not historical in nature, including the words “anticipate,” “expect,” “suggests,” “plan,” “believe,” “intend,” “estimates,” “targets,” “projects,” “should,” “could,” “would,” “may,” “will,” “forecast” and other similar expressions are intended to identify forward-looking statements. These statements include those related to the Company’s ability to further develop and advance its quantum computers and achieve scale; ability to attract personnel; market opportunity, anticipated growth, and future financial performance including management’s financial outlook for 2022. Forward-looking statements are predictions, projections and other statements about future events that are based on current expectations and assumptions and, as a result, are subject to risks and uncertainties. Many factors could cause actual future events to differ materially from the forward-looking statements in this press release, including but not limited to: management’s financial outlook for 2022; market adoption of quantum computing solutions and the Company’s products, services and solutions; the ability of the Company to protect its intellectual property... the Company’s ability to implement its business plans, forecasts and other expectations, and identify and realize additional partnerships and opportunities... The foregoing list of factors is not exhaustive. You should carefully consider the foregoing factors and the other risks and uncertainties described in the “Risk Factors” section of IonQ’s Quarterly Report on Form 10-Q for the quarter ended September 30, 2021 and other documents filed by the Company from time to time with the Securities and Exchange Commission. These filings identify and address other important risks and uncertainties that could cause actual events and results to differ materially from those contained in the forward-looking statements. Forward-looking statements speak only as of the date they are made. Readers are cautioned not to put undue reliance on forward-looking statements, and the Company assumes no obligation and do not intend to update or revise these forward-looking statements, whether as a result of new information, future events, or otherwise. The Company does not give any assurance that it will achieve its expectations.</p>

Ex. 9 at ii–iii.	<p>SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS</p> <p>This Annual Report on Form 10-K (this “Annual Report”) contains statements that may constitute “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended (the “Securities Act”) and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) that involve substantial risks and uncertainties. All statements contained in this Annual Report other than statements of historical fact, including statements regarding our future results of operations and financial position, our business strategy and plans, and our objectives for future operations, are forward-looking statements. The words “believes,” “expects,” “intends,” “estimates,” “projects,” “anticipates,” “will,” “plan,” “may,” “should,” or similar language are intended to identify forward-looking statements. These forward-looking statements include statements concerning the following:</p> <ul style="list-style-type: none"> • our financial and business performance, including financial projections and business metrics; • changes in our strategy, future operations, financial position, estimated revenues and losses, projected costs, prospects and plans; • the implementation, market acceptance and success of our business model and growth strategy; • our expectations and forecasts with respect to market opportunity and market growth; • the ability of our products and services to meet customers’ compliance and regulatory needs; • our ability to attract and retain qualified employees and management; • . . . • our expectations regarding our ability to obtain and maintain intellectual property protection and not infringe on the rights of others; • . . . • our business, expansion plans and opportunities. <p>You should not rely on forward-looking statements as predictions of future events. We have based the forward-looking statements contained in this Annual Report primarily on our current expectations and projections about future events and trends that we believe may affect our business, financial condition and operating results. . . . Moreover, we operate in a very competitive and rapidly changing environment. New risks and uncertainties emerge from time to time, and it is not possible for us to predict all risks and uncertainties that could have an impact on the forward-looking statements contained in this Annual Report. The results, events and circumstances reflected in the forward-looking statements may not be achieved or occur, and actual results, events or circumstances could differ materially from those described in the forward-looking statements.</p> <p>In addition, statements that “we believe” and similar statements reflect our beliefs and opinions on the relevant subject. These statements are based on information available to us as of the date of this Annual Report. And while we believe that information provides a reasonable basis for these statements, that information may be limited or</p>
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IV. FORWARD-LOOKING STATEMENTS—SEC FILINGS	
CAC ¶; SOURCE	RISK DISCLOSURE
	<p>incomplete. Our statements should not be read to indicate that we have conducted an exhaustive inquiry into, or review of, all relevant information. These statements are inherently uncertain, and investors are cautioned not to unduly rely on these statements.</p> <p>The forward-looking statements made in this Annual Report relate only to events as of the date on which the statements are made. We undertake no obligation to update any forward-looking statements made in this Annual Report to reflect events or circumstances after the date of this Annual Report or to reflect new information or the occurrence of unanticipated events, except as required by law. We may not actually achieve the plans, intentions or expectations disclosed in our forward-looking statements, and you should not place undue reliance on our forward-looking statements. Our forward-looking statements do not reflect the potential impact of any future acquisitions, mergers, dispositions, joint ventures or investments.</p>
Ex. 9 at 16.	<p>Risk Factors.</p> <p>Investing in our securities involves a high degree of risk. Before you make a decision to buy our securities, in addition to the risks and uncertainties described above under “Special Note Regarding Forward Looking Statements,” you should carefully consider the risks and uncertainties described below together with all of the other information contained in this Annual Report. If any of the events or developments described below were to occur, our business, prospects, operating results and financial condition could suffer materially, the trading price of our common stock could decline, and you could lose all or part of your investment. The risks and uncertainties described below are not the only ones we face. Additional risks and uncertainties not presently known to us or that we currently believe to be immaterial may also adversely affect our business.</p>

IV. FORWARD-LOOKING STATEMENTS—SEC FILINGS	
CAC ¶; SOURCE	RISK DISCLOSURE
Ex. 8 at 22.	<p>Management’s Discussion and Analysis of Financial Condition and Results of Operations</p> <p>This Quarterly Report on Form 10-Q contains statements that may constitute “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended (the “Securities Act”), and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), that involve substantial risks and uncertainties. All statements contained in this Quarterly Report other than statements of historical fact, including statements regarding our future results of operations and financial position, our business strategy and plans, and our objectives for future operations, are forward-looking statements. The words “believes,” “expects,” “intends,” “estimates,” “projects,” “anticipates,” “will,” “plan,” “may,” “should,” or similar language are intended to identify forward-looking statements.</p> <p>It is routine for our internal projections and expectations to change throughout the year, and any forward-looking statements based upon these projections or expectations may change prior to the end of the next quarter or year. Readers of this Quarterly Report are cautioned not to place undue reliance on any such forward-looking statements. As a result of a number of known and unknown risks and uncertainties, our actual results or performance may be materially different from those expressed or implied by these forward-looking statements. Risks and uncertainties are identified under “Risk Factors” in Item 1A herein and in our other filings with the Securities and exchange Commission (the “SEC”). All forward-looking statements included herein are made only as of the date hereof. Unless otherwise required by law, we do not undertake, and specifically disclaim, any obligation to update any forward-looking statement, whether as a result of new information, future events, or otherwise after the date of such statement.</p> <p>You should read the following discussion and analysis of our financial condition and results of operations together with our unaudited condensed consolidated financial statements and related notes included elsewhere in this Form 10-Q, and our audited consolidated financial statements and related notes for the year ended December 31, 2020 included in our final proxy statement/prospectus filed with the SEC on August 12, 2021. Unless the context otherwise requires, the terms “IonQ,” “Legacy IonQ” “we,” “us,” “our” and similar terms refer to IonQ Quantum, Inc. prior to the consummation of the Business Combination and IonQ, Inc. and its wholly owned subsidiary, IonQ Quantum, Inc., after the consummation of the Business Combination. References to “dMY” refer to the predecessor company prior to the consummation of the Business Combination.</p>

<p>Ex. 1 at 38–39.</p> <p>Ex. 5 at 40–41.</p>	<p>CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS</p> <p>Certain statements in this [proxy statement/prospectus] may constitute “forward-looking statements” for purposes of the federal securities laws. Our forward-looking statements include, but are not limited to, statements regarding our, our management team’s, IonQ’s and IonQ’s management team’s expectations, hopes, beliefs, intentions or strategies regarding the future. In addition, any statements that refer to projections, forecasts or other characterizations of future events or circumstances, including any underlying assumptions, are forward-looking statements. The words “anticipate,” “believe,” “continue,” “could,” “estimate,” “expect,” “intends,” “may,” “might,” “plan,” “possible,” “potential,” “predict,” “project,” “should,” “will,” “would” and similar expressions may identify forward-looking statements, but the absence of these words does not mean that a statement is not forwardlooking. Forward-looking statements in this proxy statement/prospectus may include, for example, statements about:</p> <p>...</p> <ul style="list-style-type: none"> • Changes in IonQ’s strategy, future operations, financial position, estimated revenues and losses, projected costs, prospects and plans; <p>...</p> <ul style="list-style-type: none"> • The ability of IonQ’s products and services to meet customers’ compliance and regulatory needs; <p>...</p> <ul style="list-style-type: none"> • IonQ’s ability to develop and maintain its brand and reputation; • Developments and projections relating to IonQ’s competitors and industry[.] <p>These forward-looking statements are based on information available as of the date of this proxy statement/prospectus, and current expectations, forecasts and assumptions, and involve a number of judgments, risks and uncertainties. Accordingly, forward-looking statements should not be relied upon as representing our views as of any subsequent date, and we do not undertake any obligation to update forward-looking statements to reflect events or circumstances after the date they were made, whether as a result of new information, future events or otherwise, except as may be required under applicable securities laws. . . .</p> <p>In addition, statements that “dMY believes” or “IonQ believes” and similar statements reflect dMY’s or IonQ’s beliefs and opinions on the relevant subject. These statements are based upon information available to IonQ or dMY, as the case may be, as of the date of this prospectus/proxy statement, and while IonQ or dMY, as the case may be, believes such information forms a reasonable basis for such statements, such information may be limited or incomplete, and such statements should not be read to indicate that such party has conducted an exhaustive inquiry into, or review of, all potentially available relevant information. These statements are inherently uncertain and investors are cautioned not to unduly rely upon these statements.</p>
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V. FORWARD-LOOKING STATEMENTS—PRESS RELEASES, TRANSCRIPTS, & EARNINGS CALLS	
CAC ¶; SOURCE	RISK DISCLOSURE
Ex. 23 at 3–4.	<p><i>Forward-Looking Statements</i></p> <p>This press release contains certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These statements may be made directly in this communication. Some of the forward-looking statements can be identified by the use of forward-looking words. Statements that are not historical in nature, including the words “anticipate,” “expect,” “suggests,” “plan,” “believe,” “intend,” “estimates,” “targets,” “projects,” “should,” “could,” “would,” “may,” “will,” “forecast” and other similar expressions are intended to identify forward-looking statements. Forward-looking statements are predictions, projections and other statements about future events that are based on current expectations and assumptions and, as a result, are subject to risks and uncertainties. Many factors could cause actual future events to differ materially from the forward-looking statements in this press release. The foregoing list of factors is not exhaustive. You should carefully consider the foregoing factors and the other risks and uncertainties described in the “Risk Factors” section of the registration statement on Form S-4, when available, and other documents filed by dMY from time to time with the SEC. These filings identify and address other important risks and uncertainties that could cause actual events and results to differ materially from those contained in the forward-looking statements. Forward-looking statements speak only as of the date they are made. Readers are cautioned not to put undue reliance on forward-looking statements, and dMY and IonQ assume no obligation and do not intend to update or revise these forward-looking statements, whether as a result of new information, future events, or otherwise. Neither dMY nor IonQ gives any assurance that either dMY or IonQ, or the combined company, will achieve its expectations.</p>

V. FORWARD-LOOKING STATEMENTS—PRESS RELEASES, TRANSCRIPTS, & EARNINGS CALLS	
CAC ¶; SOURCE	RISK DISCLOSURE
Ex. 4 at 26. Ex. 11 at 7–8.	<p><i>Forward-Looking Statements</i></p> <p>This press release contains certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These statements may be made directly in this communication. Some of the forward-looking statements can be identified by the use of forward-looking words. Statements that are not historical in nature, including the words “anticipate,” “expect,” “suggests,” “plan,” “believe,” “intend,” “estimates,” “targets,” “projects,” “should,” “could,” “would,” “may,” “will,” “forecast” and other similar expressions are intended to identify forward-looking statements. Forward-looking statements are predictions, projections and other statements about future events that are based on current expectations and assumptions and, as a result, are subject to risks and uncertainties. Many factors could cause actual future events to differ materially from the forward-looking statements in this press release.... The foregoing list of factors is not exhaustive. You should carefully consider the foregoing factors and the other risks and uncertainties described in the “Risk Factors” section of the registration statement on Form S-4, when available, and other documents filed by dMY from time to time with the SEC. These filings identify and address other important risks and uncertainties that could cause actual events and results to differ materially from those contained in the forward-looking statements. Forward-looking statements speak only as of the date they are made. Readers are cautioned not to put undue reliance on forward-looking statements, and dMY and IonQ assume no obligation and do not intend to update or revise these forward-looking statements, whether as a result of new information, future events, or otherwise. Neither dMY nor IonQ gives any assurance that either dMY or IonQ, or the combined company, will achieve its expectations.</p>
Ex. 45 at 12.	<p>In the conference calls upon which Event Briefs are based, companies may make projections or other forward-looking statements regarding a variety of items. Such forward-looking statements are based upon current expectations and involve risks and uncertainties. Actual results may differ materially from those stated in any forward-looking statement based on a number of important factors and risks, which are more specifically identified in the companies' most recent SEC filings. Although the companies may indicate and believe that the assumptions underlying the forward-looking statements are reasonable, any of the assumptions could prove inaccurate or incorrect and, therefore, there can be no assurance that the results contemplated in the forward-looking statements will be realized.</p>

VI. FORWARD-LOOKING STATEMENTS—PRESENTATIONS	
CAC ¶; SOURCE	RISK DISCLOSURE
Ex. 6 at 2. Ex. 7 at 7. Ex. 44 at 2.	<p>Forward Looking Statements</p> <p>Certain statements included in this Presentation that are not historical facts are forward-looking statements for purposes of the safe harbor provisions under the United States Private Securities Litigation Reform Act of 1995. Forward-looking statements generally are accompanied by words such as “believe,” “may,” “will,” “estimate,” “continue,” “anticipate,” “intend,” “expect,” “should,” “would,” “plan,” “predict,” “potential,” “seem,” “seek,” “future,” “outlook,” and similar expressions that predict or indicate future events or trends or that are not statements of historical matters. These forward-looking statements include, but are not limited to, statements regarding estimates and forecasts of other financial and performance metrics and projections of market opportunity. . . . Many actual events and circumstances are beyond the control of IonQ and dMY. These forward-looking statements are subject to a number of risks and uncertainties, including ... and those factors discussed in dMY’s final prospectus that forms a part of dMY’s Registration Statement on Form S-1 (Reg. No. 333-249524), filed with the SEC pursuant to Rule 424(b)(4) on November 16, 2020 (the “Prospectus”) under the heading “Risk Factors,” and other documents dMY has filed, or will file, with the SEC. If any of these risks materialize or our assumptions prove incorrect, actual results could differ materially from the results implied by these forward-looking statements. There may be additional risks that neither dMY nor IonQ presently know, or that dMY nor IonQ currently believe are immaterial, that could also cause actual results to differ from those contained in the forward-looking statements. In addition, forward-looking statements reflect dMY’s and IonQ’s expectations, plans, or forecasts of future events and views as of the date of this Presentation. dMY and IonQ anticipate that subsequent events and developments will cause dMY’s and IonQ’s assessments to change. . . . These forward-looking statements should not be relied upon as representing dMY’s and IonQ’s assessments of any date subsequent to the date of his Presentation. Accordingly, undue reliance should not be placed upon the forward-looking statements.</p>

VI. FORWARD-LOOKING STATEMENTS—PRESENTATIONS	
CAC ¶; SOURCE	RISK DISCLOSURE
Ex. 6 at 3–4. Ex. 7 at 8–9.	<p>The risks presented below are certain of the general risks related to the Company’s business, industry and ownership structure and are not exhaustive. The list below is qualified in its entirety by disclosures contained in future filings by the Company, or by third parties (including dMY Technology Group, Inc. III.) with respect to the Company, with the United States Securities and Exchange Commission (“SEC”). These risks speak only as of the date of this presentation and we make no commitment to update such disclosure. The risks highlighted in future filings with the SEC may differ significantly from and will be more extensive than those presented below.</p> <ul style="list-style-type: none"> • IonQ has a limited operating history, which makes it difficult to forecast our future results of operations. • IonQ may not be able to scale its business quickly enough to meet its customers’ growing needs, and if it is not able to grow efficiently, its operating results could be harmed. • The quantum computing industry is in its early stages and is volatile, and if it does not develop, if it develops slower than IonQ expects, if it develops in a manner that does not require use of IonQ’s quantum computing solutions, if it encounters negative publicity or if IonQ’s solution does not drive commercial engagement, the growth of its business will be harmed. • Even if IonQ is successful in developing quantum computing systems and executing its strategy, competitors in the industry may achieve technological breakthroughs which render IonQ’s quantum computing systems obsolete or inferior to other products. • If IonQ’s computers fail to achieve a broad quantum advantage, or it is delayed in doing so, its business, financial condition and future prospects may be harmed. • IonQ’s operating and financial results forecast relies in large part upon assumptions and analyses developed by the company. If these assumptions or analyses prove to be incorrect, IonQ’s actual operating results may be materially different from its forecasted results. • IonQ may be unable to successfully scale up manufacturing of its products in sufficient quantity and quality, in a timely or cost-effective manner, or at all. Unforeseen issues associated with scaling up and constructing quantum computing technology at commercially viable levels could negatively impact IonQ’s business, financial condition and results of operations. • IonQ could suffer disruptions, outages, defects and other performance and quality problems with its quantum computing systems or with the public cloud and internet infrastructure on which it relies....